

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
SAN ANTONIO DIVISION**

IN RE:	§	
POLICY SERVICES, INC.	§	CASE NO. 21-51513
IN RE:	§	
WIZARD MODE MEDIA, LLC,	§	CHAPTER 7
IN RE:	§	
DEEPROOT PINBALL LLC,	§	CASE NO. 21-51514
IN RE:	§	
DEEPROOT GROWTH RUNS DEEP FUND, LLC,	§	CHAPTER 7
IN RE:	§	
DEEPROOT 575 FUND, LLC,	§	CASE NO. 21-51515
IN RE:	§	
DEEPROOT 3 YEAR BONUS INCOME DEBENTURE FUND, LLC,	§	CHAPTER 7
IN RE:	§	
DEEPROOT BONUSGROWTH 5 YEAR DEBENTURE FUND, LLC,	§	CASE NO. 21-51516
IN RE:	§	
DEEPROOT TECH LLC,	§	CHAPTER 7
IN RE:	§	
DEEPROOT FUNDS LLC,	§	CASE NO. 21-51517
	§	
	§	CASE NO. 21-51518
	§	
	§	CHAPTER 7
	§	
	§	CASE NO. 21-51519
	§	
	§	CHAPTER 7
	§	
	§	CASE NO. 21-51520
	§	
	§	CHAPTER 7
	§	
	§	CASE NO. 21-51521
	§	
	§	CHAPTER 7

IN RE:	§	CASE NO. 21-51522
DEEPROOT STUDIOS LLC,	§	CHAPTER 7
IN RE:	§	CASE NO. 21-51523
DEEPROOT CAPITAL MANAGEMENT, LLC,	§	CHAPTER 7
DEBTORS.	§	

DEBTORS' EXPEDITED MOTION FOR JOINT ADMINISTRATION

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

Debtors Policy Services, Inc., Wizard Mode Media, LLC, deeproot Pinball LLC, deeproot Growth Runs Deep Fund, LLC, deeproot 575 Fund, LLC, deeproot 3 Year Bonus Income Debenture Fund, LLC, deeproot BonusGrowth 5 Year Debenture Fund, LLC, deeproot Tech LLC, deeproot Funds LLC, deeproot Studios LLC, and deeproot Capital Management, LLC (collectively, the “Debtors”), debtors in the above-captioned Chapter 7 cases (the “Cases”), by and though their undersigned counsel, hereby move the Court (the “Motion”) for entry of orders, each in the form attached hereto as Exhibit A (the “Proposed Order”), directing the joint administration of the below-listed chapter 7 bankruptcy estates (together, the “Estates”):

- a. Policy Services, Inc., Case No. 21-51513;
- b. Wizard Mode Media, LLC, Case No. 21-51514;
- c. deeproot Pinball LLC, Case No. 21-51515;
- d. deeproot Growth Runs Deep Fund, LLC, Case No. 21-51516;
- e. deeproot 575 Fund, LLC, Case No. 21-51517;
- f. deeproot 3 Year Bonus Income Debenture Fund, LLC, Case No. 21-51518;
- g. deeproot BonusGrowth 5 Year Debenture Fund, LLC, Case No. 21-51519;
- h. deeproot Tech LLC, Case No. 21-51520;

- i. deeproot Funds, LLC, Case No. 21-51521;
- j. deeproot Studios, LLC, Case No. 21-51522; and
- k. deeproot Capital Management, LLC, Case No. 21-51523

under the estate of deeproot Capital Management, LLC, Case No. 21-51523. In support of the Motion, the Debtors respectfully state as follows.

I. JURISDICTION AND VENUE

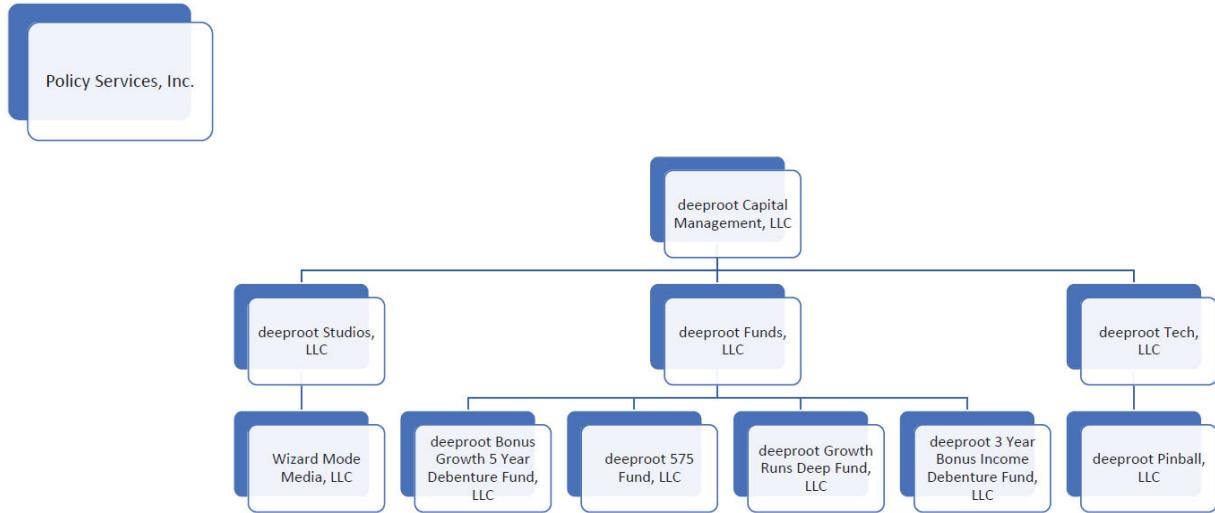
1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 1334 and 157. This Motion is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue is proper in this court pursuant to 28 U.S.C. §§ 1408 and 1409.

II. BACKGROUND

2. On December 9, 2021 (the “Petition Date”), the Debtors filed voluntary petitions for relief under chapter 7 of the Bankruptcy Code.

3. The Debtors’ meetings of creditors are currently scheduled throughout the week of January 10, 2022.

4. All of the Debtors except Policy Services, Inc. are part of the same corporate structure under the ultimate parent company of deeproot Capital Management, LLC. An organizational chart of the Debtors is provided herein.



5. Policy Services, Inc. is an affiliate of deeproot Capital Management, LLC, and both entities have overlap in their ownership and management.

6. All of the Debtors have the same principal place of business located in San Antonio, Texas and their business records are physically and electronically stored together.

7. Some of the Debtors are consolidated for tax purposes and used the same accounting firm.

III. RELIEF REQUESTED

8. Through this Motion, the Debtors request the joint administration of all the eleven bankruptcy cases for all purposes pursuant to Bankruptcy Rule 1015 and Local Rule 1015.

9. Bankruptcy Rule 1015 provides that the Court may order joint administration of bankruptcy estates if two or more petitions are pending in the same court by a debtor and an affiliate. *See FED. R. BANKR. P. 1015.* The Bankruptcy Code defines the term “affiliate” as, among other things, an “entity that directly or indirectly owns, controls, or holds with power to vote, 20 percent or more of the outstanding voting securities of the debtor. ... or ... [a] corporation

20 percent or more of whose outstanding voting securities are directly or indirectly owned, controlled, or held with power to vote ... by an entity that directly or indirectly owns, controls, or holds with power to vote, 20 percent or more of the outstanding voting securities of the debtor ..." 11 U.S.C. §§ 101(2)(A)-(B).

10. Here, each of the Debtors is either directly or indirectly wholly owned or controlled by the same manager, Robert Mueller, and as portrayed in the organization chart above, all the Debtor entities except for Policy Services, Inc. have the same Debtor parent company, deeproot Capital Management, LLC. Therefore, Debtor entities that commenced chapter 7 cases are "affiliates" as that term is defined in section 101(2) of the Bankruptcy Code. Accordingly, joint administration of all the bankruptcy cases is appropriate under Rule 1015.

11. Joint administration of these chapter 7 cases will provide administrative convenience without harming the substantive rights of any party in interest, in any manner. Many of the motions, hearings, and orders in these chapter 7 cases will affect all Debtor entities. The entry of an order directing joint administration of these chapter 7 cases will reduce fees and costs by avoiding duplicative filings and objections. Joint administration also will allow the United States Trustee for the Western District of Texas and all parties in interest to monitor these chapter 7 cases with greater ease and efficiency.

12. Moreover, joint administration will not adversely affect the Debtors' respective constituencies because this Motion seeks only administrative consolidation of the Debtors' estates at this time. Parties in interest will not be harmed by the relief requested, but instead will benefit from the cost reductions associated with the joint administration of these Cases. Accordingly, the joint administration of these chapter 11 cases is in the best interests of their estates, their creditors, and all other parties in interest.

13. In light of the substantial benefits of joint administration of the Debtors' estates to the creditors, the Debtors respectfully request that the Court jointly administer the bankruptcy Cases by entry of the Proposed Order.

14. The Debtors propose to use one master mailing list and requests the Court's approval of the same.

15. The Debtors request for the convenience of all parties and the Court, that these Bankruptcy Cases be jointly administered under the caption, styled:

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
SAN ANTONIO DIVISION

IN RE:	§	Chapter 7
	§	
DEEPROOT CAPITAL MANAGEMENT, LLC, ET AL., ¹	§	Case No. 21-51523
	§	
DEBTORS.	§	Jointly Administered
	§	

and that all court papers pertaining to any of the Debtors be filed under said caption.

16. The Debtors also request the Clerk of this Court make separate docket entries in each of the above-captioned Bankruptcy Cases substantially as follows:

An order has been entered in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure and Rule 1015-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Southern District of Texas directing joint administration for procedural purposes only of the chapter 7 cases of: Policy Services, Inc., Case No. 21-51513; Wizard Mode Media, LLC, Case No. 21-51514; deeproot Pinball LLC, Case No. 21-51515; deeproot Growth Runs Deep Fund, LLC, Case No. 21-51516; deeproot 575 Fund, LLC, Case No. 21-51517; deeproot 3 Year Bonus Income Debenture Fund, LLC, Case No. 21-51518; deeproot BonusGrowth 5 Year Debenture Fund, LLC, Case No. 21-51519; deeproot Tech LLC, Case No. 21-51520; deeproot Funds, LLC, Case No. 21-

¹ The Debtors in these chapter 7 cases, along with the last four digits of each Debtor's federal tax identification number, are: Policy Services, Inc. (2864), Wizard Mode Media, LLC (3205), deeproot Pinball LLC (0320), deeproot Growth Runs Deep Fund, LLC (8046), deeproot 575 Fund, LLC (9404), deeproot 3 Year Bonus Income Debenture Fund, LLC (7731), deeproot BonusGrowth 5 Year Debenture Fund, LLC (9661), deeproot Tech LLC (9043), deeproot Funds LLC (9404), deeproot Studios LLC (6283), and deeproot Capital Management, LLC (2638).

51521; deeproot Studios, LLC, Case No. 21-51522; deeproot Capital Management, LLC, Case No. 21-51523. The docket in Case No. 21-51523 should be consulted for all matters affecting this case. All further pleadings and other papers shall be filed in and all further docket entries shall be made in Case No. 21-51523.

IV. EXPEDITED CONSIDERATION

17. Pursuant to Bankruptcy Rule 6003, which empowers a court to grant relief within the first 21 days after the commencement of a bankruptcy case “to the extent that relief is necessary to avoid immediate and irreparable harm,” and Local Rule 9014(e), the Debtors respectfully request expedited consideration of this motion. The motion requests relief from procedural rules and requirements that pertain to matters of immediate significance or which involve deadlines sooner than 21 days after the Petition Date. The relief will save costs and avoid undue administrative burden and confusion only if granted before the applicable deadlines. Accordingly, the Debtors submit that they have satisfied the “immediate and irreparable harm” standard of Bankruptcy Rule 6003 and, therefore, respectfully request that the Court approve the relief requested in this motion on an emergency basis.

V. NOTICE

18. Pursuant to Local Rule 9013(d)(1)(A), the Debtors are serving the U.S. Trustee’s office, the appointed Chapter 7 trustees in the cases, the Securities and Exchange Commission, the Internal Revenue Services, and any other parties that have entered an appearance in the cases.

VI. CONCLUSION

WHEREFORE, PREMISES CONSIDERED, the Debtors respectfully request that the Court enter the Proposed Order (i) granting this Motion, (ii) jointly administer the Cases under the deeproot Capital Management, LLC case, and (iii) granting the Debtors such other relief as to which it might show themselves to be justly entitled.

Dated: December 13, 2021

/s/ Catherine A. Curtis

Jason M. Rudd, Tex. Bar No. 24028786
Scott D. Lawrence, Tex. Bar No. 24087896
Catherine A. Curtis, Tex. Bar No. 24095708
WICK PHILLIPS GOULD & MARTIN, LLP
3131 McKinney Avenue, Suite 500
Dallas, Texas 75204
Telephone: (214) 692-6200
Facsimile: (214) 692-6255
jason.rudd@wickphillips.com
scott.lawrence@wickphillips.com
Catherine.curtis@wickphillips.com

COUNSEL FOR DEBTORS

CERTIFICATE OF CONFERENCE

The undersigned hereby certifies that on December 13, 2021, she conferred with the Chapter 7 trustees in the Cases, Pat Lowe and Randy Osherow, and they are unopposed to the relief sought in this motion.

/s/ Catherine A. Curtis

Catherine A. Curtis

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on the 13th day of December, 2021, she caused a true and correct copy of the foregoing document to be served via the Court's CM/ECF Notification System on those parties who have so-subscribed and via first class mail to those on the attached service list that have not so-subscribed.

/s/ Catherine A. Curtis

Catherine A. Curtis

Debtors

Policy Services, Inc.
deeproot Pinball, LLC
deeproot Growth Runs Deep Fund, LLC
deeproot 575 Fund, LLC
deeproot 3 Year Bonus Income Fund, LLC
deeproot BonusGrowth 5 Year Debenture
Fund, LLC
deeproot Tech, LLC
deeproot Funds, LLC
deeproot Studios, LLC
deeproot Capital Management, LLC
12621 Silicon Dr.
San Antonio, TX 78249

Wizard Mode Media, LLC
12227 S. Business Park Drive, Suite 130
Draper, UT 84020

Internal Revenue Service
Centralized Insolvency Operation
Post Office Box 7346
Philadelphia, PA 19101-7346

Securities and Exchange Commission
David Woodcock, Regional Director
Burnett Plaza
801 Cherry St., Suite 1900, Unit 18
Fort Worth, TX 76102

Debtors' Counsel

Wick Phillips Gould & Martin, LLP
Attn: Catherine A. Curtis
3131 McKinney Ave., Suite 500
Dallas, TX 75204

United States Trustee

Office of the United States Trustee
615 E. Houston Street, Suite 533
San Antonio, TX 78205

Chapter 7 Trustee

Randolph Osherow
342 W. Woodlawn, Suite 100
San Antonio, TX 78212

Chapter 7 Trustee

John Patrick Lowe
2402 East Main Street
Uvalde, TX 78801

Securities and Exchange Commission
Secretary of the Treasury
100 F St NE
Washington, DC 20549

EXHIBIT A

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
SAN ANTONIO DIVISION**

IN RE:	§	
POLICY SERVICES, INC.	§	CASE NO. 21-51513
IN RE:	§	Chapter 7
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IN RE:	§	Chapter 7
DEEPROOT PINBALL LLC,	§	CASE NO. 21-51515
IN RE:	§	Chapter 7
DEEPROOT GROWTH RUNS DEEP FUND, LLC,	§	CASE NO. 21-51516
IN RE:	§	Chapter 7
DEEPROOT 575 FUND, LLC,	§	CASE NO. 21-51517
IN RE:	§	Chapter 7
DEEPROOT 3 YEAR BONUS INCOME DEBENTURE FUND, LLC,	§	CASE NO. 21-51518
	§	Chapter 7

IN RE:	§	CASE NO. 21-51519
DEEPROOT BONUSGROWTH 5 YEAR DEBENTURE FUND, LLC,	§	Chapter 7
IN RE:	§	CASE NO. 21-51520
DEEPROOT TECH LLC,	§	Chapter 7
IN RE:	§	CASE NO. 21-51521
DEEPROOT FUNDS LLC,	§	Chapter 7
IN RE:	§	CASE NO. 21-51522
DEEPROOT STUDIOS LLC,	§	Chapter 7
IN RE:	§	CASE NO. 21-51523
DEEPROOT CAPITAL MANAGEMENT, LLC,	§	Chapter 7
DEBTORS.	§	

ORDER GRANTING MOTION FOR JOINT ADMINISTRATION

On December 13, 2021, the Debtors filed a motion entitled *Debtors' Expedited Motion for Joint Administration* in the above styled and numbered chapter 7 cases seeking joint administration of such cases ("Motion"). The Court finds that notice was proper and that no party in interest made any response in opposition to the Motion or, if so, the relief requested in any such response was denied for the reasons stated on the record, and further finds that the relief requested in the Motion should be granted.

ACCORDINGLY, IT IS THEREFORE ORDERED, ADJUDGED, AND DECREED that the chapter 7 cases of Debtors Policy Services, Inc., Wizard Mode Media, LLC, deeproot Pinball LLC, deeproot Growth Runs Deep Fund, LLC, deeproot 575 Fund, LLC, deeproot 3 Year Bonus Income Debenture Fund, LLC, deeproot BonusGrowth 5 Year Debenture Fund, LLC, deeproot Tech LLC, deeproot Funds LLC, deeproot Studios LLC, and deeproot Capital Management, LLC be jointly administered in accordance with the terms of this Order, as follows:

- (1) Nothing contained in this Order shall be construed as directing or otherwise effecting a substantive consolidation of the bankruptcy cases of the Debtors; it is the Court's intention to jointly administer the bankruptcy cases of the Debtors for procedural purposes only;
- (2) Policy Services, Inc., Wizard Mode Media, LLC, deeproot Pinball LLC, deeproot Growth Runs Deep Fund, LLC, deeproot 575 Fund, LLC, deeproot 3 Year Bonus Income Debenture Fund, LLC, deeproot BonusGrowth 5 Year Debenture Fund, LLC, deeproot Tech LLC, deeproot Funds LLC, deeproot Studios LLC, and deeproot Capital Management, LLC are to be jointly administered under Case No. 21-51523;
- (3) Judge Craig Gorgotta shall preside over these jointly administered cases;
- (4) The joint caption of the Debtors Policy Services, Inc., Wizard Mode Media, LLC, deeproot Pinball LLC, deeproot Growth Runs Deep Fund, LLC, deeproot 575 Fund, LLC, deeproot 3 Year Bonus Income Debenture Fund, LLC, deeproot BonusGrowth 5 Year Debenture Fund, LLC, deeproot Tech LLC, deeproot Funds LLC, deeproot Studios LLC, and deeproot Capital Management, LLC cases shall read as shown in attached Exhibit A.
- (5) All original pleadings shall be captioned as set out above and all original docket entries shall be made in the case of deeproot Capital Management, LLC, Case No. 21-51523;
- (6) All proofs of claim shall be filed under the case number representing the Debtor's estate against which the claim is made;
- (7) Each of the Debtors shall (a) file separate monthly operating reports; (b) maintain

separate financial accounts and records; (c) not be liable for the claims against any of the Debtors by virtue of this Order; and (d) file separate Bankruptcy Schedules and Statements of Financial Affairs;

(8) A docket entry shall be made in each of the Debtors' cases substantially as follows:

An order has been entered in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure and Rule 1015-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Southern District of Texas directing joint administration for procedural purposes only of the chapter 7 cases of: Policy Services, Inc., Case No. 21-51513; Wizard Mode Media, LLC, Case No. 21-51514; deeproot Pinball LLC, Case No. 21-51515; deeproot Growth Runs Deep Fund, LLC, Case No. 21-51516; deeproot 575 Fund, LLC, Case No. 21-51517; deeproot 3 Year Bonus Income Debenture Fund, LLC, Case No. 21-51518; deeproot BonusGrowth 5 Year Debenture Fund, LLC, Case No. 21-51519; deeproot Tech LLC, Case No. 21-51520; deeproot Funds, LLC, Case No. 21-51521; deeproot Studios, LLC, Case No. 21-51522; deeproot Capital Management, LLC, Case No. 21-51523. The docket in Case No. 21-51523 should be consulted for all matters affecting this case. All further pleadings and other papers shall be filed in and all further docket entries shall be made in Case No. 21-51523;

(9) Debtor shall file a master service list in deeproot Capital Management, LLC, Case

No. 21-51523 which includes all creditors, persons filing Notices of Appearances, and all parties- in-interest in all the Debtor's jointly administered cases for future noticing requirements; and

(10) This order shall be served by the debtor on interested parties and all parties included on the master service list.

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Jason M. Rudd, Tex. Bar No. 24028786
Catherine A. Curtis, Tex. Bar No. 24095708
WICK PHILLIPS GOULD & MARTIN, LLP
3131 McKinney Avenue, Suite 500
Dallas, Texas 75204
Telephone: (214) 692-6200
Facsimile: (214) 692-6255
jason.rudd@wickphillips.com
catherine.curtis@wickphillips.com

COUNSEL FOR DEBTORS

Exhibit A

Case Caption

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
SAN ANTONIO DIVISION

IN RE:	§	Chapter 7
	§	
DEEPROOT CAPITAL MANAGEMENT, LLC, ET AL., ¹	§	Case No. 21-51523
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